



Date: 31/01/2025

To,
The Listing Department
National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051
Dear Sir/Madam,

Sub: Intimation regarding under Regulation 50(1) & 50(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”)

Pursuant to the provisions of **Regulation 50(1) & 50(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, we hereby intimate that a **meeting of the Board of Directors of Vedika Credit Capital Limited** is scheduled to be held on **Tuesday, 11th February 2025**, inter alia, to:

1. Consider and approve the **financial statements** and **limited review report** of the Company for the quarter ended **31st December 2024**.
2. Discuss and approve offer for **raising funds** by way of an offer and issue of **non-convertible securities**.

along with other agenda items as attached herewith.

Detailed agenda has been enclosed herewith for your information and necessary record

You are request you to please take the same on record.

Thanking You

For Vedika Credit Capital Limited

For Vedika Credit Capital Ltd

Gaurav Kumar Vohra

Company Secretary

Gaurav Kumar Vohra

Company Secretary & Compliance Officer



AGENDA PAPER FOR THE HUNDRED BOARD MEETING OF “VEDIKA CREDIT CAPITAL LTD” TO BE HELD ON TUESDAY, 11TH DAY OF FEBRUARY, 2025 AT 01:30 PM AT XV KOKAR INDUSTRIAL AREA, OPPOSITE SADHU MADAN, KOKAR-834001, RANCHI, JHARKHAND

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TEAM VEDIKA



1. TO ELECT CHAIRMAN OF THE MEETING

(The chairman of the last meeting shall take the chair. In his absence, any one of the members shall be elected as chairman of the meeting).



TEAM VEDIKA



VEDIKA CREDIT CAPITAL LTD

PARTNER IN THE GROWTH OF MICRO ENTREPRENEURS

TEAM VEDIKA

2. TO GRANT LEAVE OF ABSENCE, IF ANY

(Leave of absence will be granted to those members who have expressed their inability to attend the meeting).



TEAM VEDIKA



VEDIKA CREDIT CAPITAL LTD

PARTNER IN THE GROWTH OF MICRO ENTREPRENEURS

TEAM VEDIKA

3. TO TAKE NOTE OF THE MINUTES OF THE LAST MEETING

Board be and is hereby requested to take note upon the minutes last meeting held on 22nd Day of January, 2025



TEAM VEDIKA



4. TO CONSIDER & DISCUSS UPON FINANCIAL REPORT OF Q3(2024-25)

Limited Review report on the basis of quarterly financials of Q3(2024-25) on the basis of IND-AS will be submitted before the board for its due consideration and approval with their comments if any.

Hence board is requested to discuss and approve the same by passing the resolution, with or without modification, if any as **RESOLUTION NO.1**

“RESOLVED THAT pursuant to the regulation of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 so as applicable & based upon the recommendation of the Audit committee, approval of the board be is hereby accorded for the approval of quarterly financial report along with limited review report pertaining to the **Quarter (3) Three** for financial year **2024-25** so as table before the board

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, **Mr. Gautam Jain, Managing Director, Mr. Vikram Jain, Whole Time Director, Mr. Gaurav Kumar Vohra, Company Secretary & Mr. Abhishek Agarwal, Chief Financial Officer** of the company be and are hereby jointly and/or severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, stock exchange, newspaper and other statutory authority or otherwise as and when required.”

TEAM VEDIKA

5. TO DISCUSS AND APPROVE ASSETS WRITEOFF

Management submitted before the board the requirement to write off the assets which have zero or low realisable value more fully described in the annexure in accordance with the applicable regulations

Hence board is requested to discuss and approve the same by passing the resolution, with or without modification, if any as **RESOLUTION NO.2**

“RESOLVED THAT approval of the Board be and is hereby given to approve write-off of certain assets that are no longer in use, obsolete, irrecoverable, having low realisable value or otherwise impaired, as per the company’s accounting policies and applicable regulations; and that the necessary actions be taken by the concerned officers to update the books of accounts, ensure proper documentation, and make required disclosures to auditors, regulatory authorities, and other stakeholders

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, **Mr. Gautam Jain, Managing Director, Mr. Vikram Jain, Whole Time Director, Mr. Gaurav Kumar Vohra, Company Secretary & Mr. Abhishek Agarwal, Chief Financial Officer** of the company be and are hereby jointly and/or severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, stock exchange, newspaper and other statutory authority or otherwise as and when required.”

TEAM VEDIKA

6. TO DISCUSS AND REVIEW CONSITUTION OF THE COMMITTEE & CHANGES REQUIRED IF ANY

Management submitted before the committee composition of the for review and necessary changes required as under:

GRIEVANCE REDRESSAL COMMITTEE

S. N.	Name	Designation	Role in the Committee
1	Mr. Maqsoodul Hasan Ansari	Independent Director	Chairman & Board Member
2	Mr. Gautam Jain	Managing Director	Board Member
3	Mr. Vikram Jain	Whole Time Director	Board Member
4	Mr. Ravi Kumar	Product Head	GRO and Nodal Officer
6	Mr. Gaurav Kumar Vohra	Company Secretary	In attendance

IT STRATEGY COMMITTEE

S. N.	Name	Designation	Role in the Committee
1	Mr. Maqsoodul Hasan Ansari	Independent Director	Chairman & Board Member
2	Mr. Gautam Jain	Managing Director	Board Member
3	Mr. Vikram Jain	Whole Time Director	Board Member
4	Mr. Milan Singh	Chief Technology Officer	IT Representative
6	Mr. Mukesh Dangi	Chief Information & Security Officer	IT Representative
7	Mr. Gaurav Kumar Vohra	Company Secretary	In attendance

NOMINATION AND REMUNERATION COMMITTEE

S. N.	Name	Designation	Role in the Committee
1	Mr. Maqsoodul Hasan Ansari	Independent Director	Chairman & Board Member
2	Mr. Hari Babu Shukla	Independent Director	Board Member
3	Mr. Deep Kumar Hessa	Director	Board Member
4	Mr. Sohan Singh	HR Manager	HR Representative
5	Mr. Gaurav Kumar Vohra	Company Secretary	In attendance

AUDIT COMMITTEE

S. N.	Name	Designation	Role in the Committee
1	Mr. Hari Babu Shukla	Independent Director	Chairman & Board Member
2	Mr. Maqsoodul Hasan Ansari	Independent Director	Board Member
3	Mr. Deep Kumar Hessa	Director	Board Member
4	Mr. Chandan Kumar Malviya	Internal Audit Head and Head of Risk Control unit	Risk & Audit Representative

5	Mr. Abhishek Agarwal	Chief Financial Officer	Finance Department Representative
6	Representative of the Statutory Audit- As and when required specially at the meeting related to deliberation upon periodically Financials		
7	Mr. Gaurav Kumar Vohra	Company Secretary	In attendance

RISK COMMITTEE

S. N.	Name	Designation	Role in the Committee
1	Mr. Hari Babu Shukla	Independent Director	Chairman & Board Member
2	Mr. Gautam Jain	Managing Director	Board Member
3	Mr. Vikram Jain	Whole Time Director	Board Member
4	Mr. Chandan Kumar Malviya	Internal Audit Head and Head of Risk Control unit	Risk & Audit Representative
5	Mr. Gaurav Kumar Vohra	Company Secretary	In attendance

ASSETS & LIABILITY COMMITTEE

S. N.	Name	Designation	Role in the Committee
1	Mr. Vikram Jain	Whole Time Director	Chairman & Board Member
2	Mr. Gautam Jain	Managing Director	Board Member
3	Mr. Abhishek Agarwal	Chief Financial Officer	Member (Finance Department Representative)
4	Mr. Gaurav Kumar Vohra	Company Secretary	In attendance

CORPORATE & SOCIAL RESPONSIBILITY COMMITTEE

S. N.	Name	Designation	Role in the Committee
1	Mr. Hari Babu Shukla	Independent Director	Chairman & Board Member
2	Mr. Deep Kumar Hessa	Director	Board Member
3	Mr. Vikram Jain	Whole Time Director	Board Member
4	Mr. Gaurav Kumar Vohra	Company Secretary	In attendance

Composition of Other subcommittees will remain same

Hence board is requested to discuss and approve the same by passing the resolution, with or without modification, if any for as **RESOLUTION NO.3**

GRIEVANCE REDRESSAL COMMITTEE

“RESOLVED THAT consent of the board be and is hereby accorded to reconstitute committee in the name and style of **“GRIEVANCE REDRESSAL COMMITTEE”** as follows



S. N.	Name	Designation	Role in the Committee
1	Mr. Maqsoodul Hasan Ansari	Independent Director	Chairman & Board Member
2	Mr. Gautam Jain	Managing Director	Board Member
3	Mr. Vikram Jain	Whole Time Director	Board Member
4	Mr. Ravi Kumar	Product Head	GRO and Nodal Officer
6	Mr. Gaurav Kumar Vohra	Company Secretary	In attendance

FURTHER RESOLVED THAT Mr. Maqsoodul Hasan Ansari (Independent Director) be appointed as Chairman of the Committee, further in his absence, Mr. Gautam Jain (Managing Director) or Mr. Vikram Jain (Whole Time Director) shall be appointed as the chairman for the said meeting subject to the approval by members present in the meeting

FURTHER RESOLVED THAT it is hereby accorded that quorum shall be either two members or one third of the members of the committee, whichever is higher

FURTHER RESOLVED THAT meeting of the committee shall be held at least four times in a year, further additional meetings may be convened at the request of any one of the members of the committee

FURTHER RESOLVED THAT Minutes be kept at the head office of the company and Chairman of the committee shall report from time to time to the Board on the deliberations of the Committee

FURTHER RESOLVED THAT Consent of Board be and is hereby accorded to approve the draft of working pattern presented before the Board in the meeting regarding all other related issues/ matters incidental and necessary in this regard in Draft named **“GRIEVANCE REDRESSAL COMMITTEE”**

FURTHER RESOLVED THAT Mr. Gautam Jain (Managing Director), Mr. Vikram Jain (Whole Time Director), Mr. Abhishek Agarwal, Chief Financial Officer and Mr. Gaurav Kumar Vohra, Company Secretary of the company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental for giving effect to the above resolution.

IT STRATEGY COMMITTEE

“RESOLVED THAT consent of the board be and is hereby accorded to reconstitute committee in the name and style of **“IT STRATEGY COMMITTEE”** as follows

S. N.	Name	Designation	Role in the Committee
1	Mr. Maqsoodul Hasan Ansari	Independent Director	Chairman & Board Member
2	Mr. Gautam Jain	Managing Director	Board Member
3	Mr. Vikram Jain	Whole Time Director	Board Member
4	Mr. Milan Singh	Chief Technology Officer	IT Representative
6	Mr. Mukesh Dangi	Chief Information & Security Officer	IT Representative
7	Mr. Gaurav Kumar Vohra	Company Secretary	In attendance

FURTHER RESOLVED THAT Mr. Maqsoodul Hasan Ansari (Independent Director) be appointed as Chairman of the Committee, further in his absence, Mr. Gautam Jain (Managing Director) or Mr. Vikram Jain (Whole Time Director) shall be appointed as the chairman for the said meeting subject to the approval by members present in the meeting

FURTHER RESOLVED THAT it is hereby accorded that quorum shall be either two members or one third of the members of the committee, whichever is higher

FURTHER RESOLVED THAT meeting of the committee shall be held at least four times in a year, further additional meetings may be convened at the request of any one of the members of the committee

FURTHER RESOLVED THAT Minutes be kept at the head office of the company and Chairman of the committee shall report from time to time to the Board on the deliberations of the Committee

FURTHER RESOLVED THAT Consent of Board be and is hereby accorded to approve the draft of working pattern presented before the Board in the meeting regarding all other related issues/ matters incidental and necessary in this regard in Draft named **"IT STRATEGY COMMITTEE"**

FURTHER RESOLVED THAT Mr. Gautam Jain (Managing Director), Mr. Vikram Jain (Whole Time Director), Mr. Abhishek Agarwal, Chief Financial Officer and Mr. Gaurav Kumar Vohra, Company Secretary of the company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental for giving effect to the above resolution.

NOMINATION AND REMUNERATION COMMITTEE

"RESOLVED THAT consent of the board be and is hereby accorded to reconstitute committee in the name and style of **"NOMINATION AND REMUNERATION COMMITTEE"** as follows

S. N.	Name	Designation	Role in the Committee
1	Mr. Maqsoodul Hasan Ansari	Independent Director	Chairman & Board Member
2	Mr. Hari Babu Shukla	Independent Director	Board Member
3	Mr. Deep Kumar Hessa	Director	Board Member
4	Mr. Sohan Singh	HR Manager	HR Representative
5	Mr. Gaurav Kumar Vohra	Company Secretary	In attendance

FURTHER RESOLVED THAT Mr. Maqsoodul Hasan Ansari (Independent Director) be appointed as Chairman of the Committee, further in his absence, Mr. Hari Babu Shukla (Independent Director) or Mr. Deep Kumar Hessa (Director) shall be appointed as the chairman for the said meeting subject to the approval by members present in the meeting

FURTHER RESOLVED THAT it is hereby accorded that quorum shall be either two members or one third of the members of the committee, whichever is higher

FURTHER RESOLVED THAT meeting of the committee shall be held at least four times in a year, further additional meetings may be convened at the request of any one of the members of the committee



FURTHER RESOLVED THAT Minutes be kept at the head office of the company and Chairman of the committee shall report from time to time to the Board on the deliberations of the Committee

FURTHER RESOLVED THAT Consent of Board be and is hereby accorded to approve the draft of working pattern presented before the Board in the meeting regarding all other related issues/ matters incidental and necessary in this regard in Draft named “**NOMINATION AND REMUNERATION COMMITTEE**”

FURTHER RESOLVED THAT Mr. Gautam Jain (Managing Director), Mr. Vikram Jain (Whole Time Director), Mr. Abhishek Agarwal, Chief Financial Officer and Mr. Gaurav Kumar Vohra, Company Secretary of the company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental for giving effect to the above resolution.

AUDIT COMMITTEE

“RESOLVED THAT consent of the board be and is hereby accorded to reconstitute committee in the name and style of “**AUDIT COMMITTEE**” as follows

S. N.	Name	Designation	Role in the Committee
1	Mr. Hari Babu Shukla	Independent Director	Chairman & Board Member
2	Mr. Maqsoodul Hasan Ansari	Independent Director	Board Member
3	Mr. Deep Kumar Hessa	Director	Board Member
4	Mr. Chandan Kumar Malviya	Internal Audit Head and Head of Risk Control unit	Risk & Audit Representative
5	Mr. Abhishek Agarwal	Chief Financial Officer	Finance Department Representative
6	Representative of the Statutory Audit- As and when required specially at the meeting related to deliberation upon periodically Financials		
7	Mr. Gaurav Kumar Vohra	Company Secretary	In attendance

FURTHER RESOLVED THAT Mr. Hari Babu Shukla (Independent Director) be appointed as Chairman of the Committee, further in his absence, Mr. Maqsoodul Hasan Ansari (Independent Director) or Mr. Deep Kumar Hessa (Director) shall be appointed as the chairman for the said meeting subject to the approval by members present in the meeting

FURTHER RESOLVED THAT it is hereby accorded that quorum shall be either two members or one third of the members of the committee, whichever is higher

FURTHER RESOLVED THAT meeting of the committee shall be held at least four times in a year, further additional meetings may be convened at the request of any one of the members of the committee

FURTHER RESOLVED THAT Minutes be kept at the head office of the company and Chairman of the committee shall report from time to time to the Board on the deliberations of the Committee

FURTHER RESOLVED THAT Consent of Board be and is hereby accorded to approve the draft of working pattern presented before the Board in the meeting regarding all other related issues/ matters incidental and necessary in this regard in Draft named **“AUDIT COMMITTEE”**

FURTHER RESOLVED THAT Mr. Gautam Jain (Managing Director), Mr. Vikram Jain (Whole Time Director), Mr. Abhishek Agarwal, Chief Financial Officer and Mr. Gaurav Kumar Vohra, Company Secretary of the company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental for giving effect to the above resolution.

RISK COMMITTEE

“RESOLVED THAT consent of the board be and is hereby accorded to reconstitute committee in the name and style of **“RISK COMMITTEE”** as follows

S. N.	Name	Designation	Role in the Committee
1	Mr. Hari Babu Shukla	Independent Director	Chairman & Board Member
2	Mr. Gautam Jain	Managing Director	Board Member
3	Mr. Vikram Jain	Whole Time Director	Board Member
4	Mr. Chandan Kumar Malviya	Internal Audit Head and Head of Risk Control unit	Risk & Audit Representative
5	Mr. Gaurav Kumar Vohra	Company Secretary	In attendance

FURTHER RESOLVED THAT Mr. Hari Babu Shukla (Independent Director) be appointed as Chairman of the Committee, further in his absence, Mr. Gautam Jain (Managing Director) or Mr. Vikram Jain (Whole Time Director) shall be appointed as the chairman for the said meeting subject to the approval by members present in the meeting

FURTHER RESOLVED THAT it is hereby accorded that quorum shall be either two members or one third of the members of the committee, whichever is higher

FURTHER RESOLVED THAT meeting of the committee shall be held at least four times in a year, further additional meetings may be convened at the request of any one of the members of the committee

FURTHER RESOLVED THAT Minutes be kept at the head office of the company and Chairman of the committee shall report from time to time to the Board on the deliberations of the Committee

FURTHER RESOLVED THAT Consent of Board be and is hereby accorded to approve the draft of working pattern presented before the Board in the meeting regarding all other related issues/ matters incidental and necessary in this regard in Draft named **“RISK COMMITTEE”**

FURTHER RESOLVED THAT Mr. Gautam Jain (Managing Director), Mr. Vikram Jain (Whole Time Director), Mr. Abhishek Agarwal, Chief Financial Officer and Mr. Gaurav Kumar Vohra, Company Secretary of the company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental for giving effect to the above resolution.

**ASSETS & LIABILITY COMMITTEE**

“RESOLVED THAT consent of the board be and is hereby accorded to reconstitute committee in the name and style of **“ASSETS & LIABILITY COMMITTEE”** as follows

S. N.	Name	Designation	Role in the Committee
1	Mr. Vikram Jain	Whole Time Director	Chairman & Board Member
2	Mr. Gautam Jain	Managing Director	Board Member
3	Mr. Abhishek Agarwal	Chief Financial Officer	Member (Finance Department Representative)
4	Mr. Gaurav Kumar Vohra	Company Secretary	In attendance

FURTHER RESOLVED THAT Mr. Vikram Jain (Whole Time Director) be appointed as Chairman of the Committee, further in his absence, Mr. Gautam Jain (Managing Director) or Mr. Abhishek Agarwal (Chief Financial Officer) shall be appointed as the chairman for the said meeting subject to the approval by members present in the meeting

FURTHER RESOLVED THAT it is hereby accorded that quorum shall be either two members or one third of the members of the committee, whichever is higher

FURTHER RESOLVED THAT meeting of the committee shall be held at least four times in a year, further additional meetings may be convened at the request of any one of the members of the committee

FURTHER RESOLVED THAT Minutes be kept at the head office of the company and Chairman of the committee shall report from time to time to the Board on the deliberations of the Committee

FURTHER RESOLVED THAT Consent of Board be and is hereby accorded to approve the draft of working pattern presented before the Board in the meeting regarding all other related issues/ matters incidental and necessary in this regard in Draft named **“ASSETS & LIABILITY COMMITTEE”**

FURTHER RESOLVED THAT Mr. Gautam Jain (Managing Director), Mr. Vikram Jain (Whole Time Director), Mr. Abhishek Agarwal, Chief Financial Officer and Mr. Gaurav Kumar Vohra, Company Secretary of the company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental for giving effect to the above resolution.

CORPORATE & SOCIAL RESPONSIBILITY COMMITTEE

“RESOLVED THAT consent of the board be and is hereby accorded to reconstitute committee in the name and style of **“CORPORATE & SOCIAL RESPONSIBILITY COMMITTEE”** as follows

S. N.	Name	Designation	Role in the Committee
1	Mr. Hari Babu Shukla	Independent Director	Chairman & Board Member
2	Mr. Deep Kumar Hessa	Director	Board Member
3	Mr. Vikram Jain	Whole Time Director	Board Member
4	Mr. Gaurav Kumar Vohra	Company Secretary	In attendance



FURTHER RESOLVED THAT Mr. Hari Babu Shukla (Independent Director) be appointed as Chairman of the Committee, further in his absence, Mr. Deep Kumar Hessa (Director) or Mr. Vikram Jain (Whole Time Director) shall be appointed as the chairman for the said meeting subject to the approval by members present in the meeting

FURTHER RESOLVED THAT it is hereby accorded that quorum shall be either two members or one third of the members of the committee, whichever is higher

FURTHER RESOLVED THAT meeting of the committee shall be held at least four times in a year, further additional meetings may be convened at the request of any one of the members of the committee

FURTHER RESOLVED THAT Minutes be kept at the head office of the company and Chairman of the committee shall report from time to time to the Board on the deliberations of the Committee

FURTHER RESOLVED THAT Consent of Board be and is hereby accorded to approve the draft of working pattern presented before the Board in the meeting regarding all other related issues/ matters incidental and necessary in this regard in Draft named “**CORPORATE & SOCIAL RESPONSIBILITY COMMITTEE**”

FURTHER RESOLVED THAT Mr. Gautam Jain (Managing Director), Mr. Vikram Jain (Whole Time Director), Mr. Abhishek Agarwal, Chief Financial Officer and Mr. Gaurav Kumar Vohra, Company Secretary of the company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental for giving effect to the above resolution.

TEAM VEDIKA

7. TO DISCUSS AND REVIEW USERS OF DAKSH PORTAL

In accordance with the circular (CO.DOS.RSD. No. S438/31-01-105/2023-2024)- dated April 24, 2023 on Implementation and Usage of DAKSH by Supervised Entities (SEs), wherein, as per Para No. 2J, a periodic review of users in DAKSH shall be carried out by SEs.

Hence board is requested to discuss and review the workings and changes in the list of USERS for the quarter October-December 2025 and for next quarter.

Further if any changes required board is requested to discuss and approve the same by passing the resolution, with or without modification, if any for as **RESOLUTION NO.4**





8. TO DISCUSS AND APPROVE OFFER AND ISSUANCE OF DEBENTURES BY THE COMPANY AND CREATION OF SECURITY

The Company, pursuant to the authority granted by the resolution of its board of directors passed at its meeting held on 31st Day of March, 2024 read with special resolution passed by the shareholders of the Company under Section 180 (1)(a) and Section 180 (1)(c) of the Companies Act, 2013 on 23rd Day of March 2023 and special resolution passed by the shareholder under Section 42, 71, 179 on 02nd April, 2024, proposes to offer, issue and allotment of up to **4,000 (Four Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 40,00,00,000/- (Indian rupees Forty Crore only)** comprising of a base issue of **2,000 (Two Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 20,00,00,000/- (Indian rupees twenty crore only)** and **green shoe option of 2,000 (two Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 20,00,00,000/- (Indian rupees twenty crore only)** ("green shoe option"), by way of a private placement (the "issue") or such other number of debentures and amount as may be agreed ("**Debentures**"), in dematerialized form on private placement basis.

Hence board is requested to discuss and approve the same by passing the resolution, with or without modification, if any for as **RESOLUTION NO.5**

"RESOLVED THAT pursuant to the provisions of Sections 42, 62, 71 and 179(3)(c) of the Companies Act 2013 ("**the Act**") and rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force (the "Act") rules, regulations, guidelines, notifications, clarification and circulars, if any, prescribed by the Government of India, all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("**SEBI NCS Regulations**"), and the master circulars issued by SEBI titled "*Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial paper*" (Updated on July 07, 2023), as amended, modified, or restated from time to time, or any other regulatory authority, whether in India or abroad, and in accordance with the memorandum of association and the articles of association of the Company and the listing agreements entered into with the stock exchanges (the "**Stock Exchanges**") where the securities of the Company may be listed, and subject to such approvals, consents, sanctions or permissions as may be required from any statutory or regulatory authority and subject to the approval of the shareholders of the Company required if any, consent of the board ("**board**") be and is hereby accorded for the offer, issue and allotment of up **4,000 (Four Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 40,00,00,000/- (Indian rupees Forty Crore only)** comprising of a base issue of **2,000 (Two Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 20,00,00,000/- (Indian rupees twenty crore only)** and



green shoe option of 2,000 (two Thousand) senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of INR **1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 20,00,00,000/- (Indian rupees twenty crore only)** ("**green shoe option**"), by way of a private placement (the "issue") or such other number of debentures and amount as may be agreed ("**Debentures**"), in dematerialized form on private placement basis.

"RESOLVED FURTHER THAT the board also hereby approves/confirms the appointment of:

- a) Catalyst Trusteeship Limited as the Debenture Trustee in respect of the proposed issuance of the Debentures, on such terms and conditions as may be agreed between the company and the Debenture Trustee in the debenture trustee appointment agreement.
- b) NSDL and/or CDSL as the depository/ies for the issue of Debentures.

"RESOLVED FURTHER THAT in consideration of the Debenture holders agreeing to subscribe to the debentures proposed to be issued by the company, the consent of the board be and is hereby accorded to the company for creation of security interest over the book debts and receivables of the company forming a part of security and provide such other security as required as per the terms of the Debenture Trust Deed and other Transaction documents.

"RESOLVED FURTHER THAT the Directors and/or the Authorised Persons be and are hereby severally authorised to take all necessary steps relating to the creation, perfection and registration of charges and also to sign and submit the necessary forms in relation to the Transaction Security and/or the issue, offer and allotment of the Debentures with the relevant registrar of companies, the Central Registry of Securitisation Asset Reconstruction and Security Interest of India, the Ministry of Corporate Affairs, or any depository(ies), and/or any other relevant governmental authorities.

"RESOLVED FURTHER THAT all acts, things or deeds, done or caused to be done, by the Authorised Signatories in connection with the issue of the Debentures shall be binding on the company and deemed to have been done by the company itself.

"RESOLVED FURTHER THAT the Directors and/or authorised signatory be and hereby severely authorised to approve, finalize, sign, execute and deliver the Transaction documents and such other agreements, deeds, undertakings, indemnities and documents as may be requires, or any of them in connection with the issue, offer and allotment of Debentures to be issued by the company.

"RESOLVED FURTHER THAT a certified true copy of this resolution may be provided to any person (including any authorised representative, agents, consultants, or officers of such person) under the signatures of any director or company secretary of the company and file the necessary forms or returns with the ROC"

9. TO DISCUSS AND APPROVE APPOINTMENT AND IDENTIFICATION OF DEBENTURE TRUSTEE, REGISTRAR AND SHARE TRANSFER AGENT, RATING AGENCY, STATUTORY AUDITOR, ARRANGER, LEGAL FIRM, DEPOSITORY, STOCK EXCHANGE AND OTHER PROFESSIONALS

Company proposes to offer, issue and allotment of up to **4,000 (Four Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 40,00,00,000/- (Indian rupees Forty Crore only)** comprising of a base issue of **2,000 (Two Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 20,00,00,000/- (Indian rupees twenty crore only)** and **green shoe option of 2,000 (two Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 20,00,00,000/- (Indian rupees twenty crore only) ("green shoe option")**, by way of a private placement (the "issue") or such other number of debentures and amount as may be agreed ("**Debentures**"), in dematerialized form on private placement basis.

Further in this regard

- To secure proposed issue there is requirement to appoint **debenture trustee** for which management identified **CATALYST Trusteeship Limited** to act as **debenture trustee**
- For smooth functioning of the listing, issue, ISIN creation, allotment, redemption and other formalities related to proposed issue there is requirement to appoint **Registrar and Share Transfer Agent** for which management identified **Niche Technologies Private Limited** to act as **Registrar and Share Transfer Agent**
- For support related to rating and other formalities management identified **Infomerics Valuation and Rating Private Limited** as rating agency
- For formalities related to certification, reporting and otherwise as and when specifically required from statutory auditor, existing auditor will continue to act upon it, i.e. **S K Bhageria & Associates**
- To arrange investment management identified **Tipsons Consultancy Services Private Limited** to act as arranger of the fund
- To complete the legal formalities management in consultation with IDBI Capital Markets & Securities Limited identified **Verist Law** as a legal firm
- For demat formalities relating to proposed issue there is a requirement to identify **depository** for which management identified recognized depository (**National Securities Depositories Limited** and/or **Central Depositories Services Limited**) as per the convience of the investor and management
- For listing formalities relating to proposed issue there is a requirement to identify **stock exchange** for which management identified recognized stock exchange (**Bombay Stock Exchange, National Stock Exchange or any other recognized stock exchange**) as per the convience of the investor and management
- To appoint any other professionals to complete related formalities as and when required.

Accordingly, board is requested to discuss and approve the same by passing the following resolution, with or without modification.

"RESOLVED THAT pursuant to provisions of Section 71 of the Companies Act, 2013 read with Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 and all the applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification/ amendments or re-enactments thereof) and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended, rules, regulations made thereunder and any other provisions of applicable law, and subject to other approvals, permissions and sanctions of the lenders of the Company, Securities and Exchange Board of India ("SEBI"), the stock exchanges where the equity shares of the Company are listed (the "Stock Exchanges"), the Reserve Bank of India, the Ministry of Corporate Affairs, the Government of India and any other concerned statutory or regulatory authorities, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities and approval of the shareholder required, if any, related to the offer, issue and allotment of up to **4,000 (Four Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 40,00,00,000/- (Indian rupees Forty Crore only)** comprising of a base issue of **2,000 (Two Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 20,00,00,000/- (Indian rupees twenty crore only)** and **green shoe option of 2,000 (two Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 20,00,00,000/- (Indian rupees twenty crore only)** ("green shoe option"), by way of a private placement (the "issue") or such other number of debentures and amount as may be agreed ("**Debentures**"), in dematerialized form on private placement basis, approval of the board be and are hereby accorded

- to appoint **CATALYST Trusteeship Limited**, as **Debenture Trustee** of the company
- to authorize debenture trustee i.e. **CATALYST Trusteeship Limited** in consultation with any one of the directors of the company namely Mr. Gautam Jain Managing Director, Mr. Vikram Jain, Whole Time Director, Mr. Gaurav Kumar Vohra, Company Secretary and/or Mr. Abhishek Agarwal, Chief Financial Officer of the company to on board any **professional** as and when required to perform their duties as a Debenture Trustee
- to appoint **Niche Technologies Private Limited**, as **Registrar and Share Transfer Agent** of the company
- to authorize **Infomerics Valuation and Rating Private Limited** to act as a rating agency of the company
- to authorize **S K Bhageria & Associates** (the existing statutory auditor of the company) to complete all the formalities as a statutory auditor of the company
- to authorize **Tipsons Consultancy Services Private Limited** to act as arranger of the fund
- to authorize **Verist Law** to complete all the legal formalities for the company



- to authorize Mr. Gautam Jain, Managing Director, Mr. Vikram Jain, Whole Time Director, Mr. Gaurav Kumar Vohra, Company Secretary & Mr. Abhishek Agarwal, Chief Financial Officer of the company jointly and/or severally to identify recognized depository (**National Securities Depositories Limited** and/or **Central Depositories Services Limited**) as per the convenience and to complete the necessary formalities
- to authorize Mr. Gautam Jain, Managing Director, Mr. Vikram Jain, Whole Time Director, Mr. Gaurav Kumar Vohra, Company Secretary & Mr. Abhishek Agarwal, Chief Financial Officer of the company, jointly and/or severally for applying and obtaining in-principal approval of initial listing of securities with **recognized stock exchange (Bombay Stock Exchange, National Stock Exchange or any other recognized stock exchange)** as per the convenience and to complete the formalities
- to authorize Mr. Gautam Jain, Managing Director, Mr. Vikram Jain, Whole Time Director, Mr. Gaurav Kumar Vohra, Company Secretary & Mr. Abhishek Agarwal, Chief Financial Officer of the company, jointly and/or severally **to appoint any other professionals to complete related formalities as and when required.**

RESOLVED FURTHER THAT Mr. Gautam Jain, Managing Director, Mr. Vikram Jain, Whole Time Director, Mr. Gaurav Kumar Vohra, Company Secretary & Mr. Abhishek Agarwal, Chief Financial Officer of the company be and are hereby jointly and/or severally authorized to sign, seal, execute and deliver necessary application(s) including listing application(s) and to enter into and executing necessary agreement including listing agreement with **debenture trustee, registrar and share transfer agent, rating agency, statutory auditor, arranger, legal firm, depository, stock exchange and other professionals, to issue mandate and request for consent** to complete the formalities for the proposed issuance as mentioned above as per terms of the issue, to send all such information, document, and papers as may be necessary, expedient and desirable for the same and to do such act, things and deed necessary to give effect to the above said resolution.”

TEAM VEDIKA



10. TO DISCUSS AND APPROVE DRAFT DOCUMENTS FOR OFFER AND ISSUANCE OF DEBENTURES BY THE COMPANY AND CREATION OF SECURITY INCLUDING GENERAL INFORMATION DOCUMENT, KEY INFORMATION DOCUMENT INCLUDING OFFER LETTER, DEBENTURE TRUSTEE AGREEMENT, DEED OF HYPOTHECATION, DEBENTURE TRUST DEED AND OTHER SECURITY AND TRANSACTION DOCUMENT

Company proposes to offer, issue and allotment of up to **4,000 (Four Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 40,00,00,000/- (Indian rupees Forty Crore only)** comprising of a base issue of **2,000 (Two Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 20,00,00,000/- (Indian rupees twenty crore only)** and **green shoe option of 2,000 (two Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 20,00,00,000/- (Indian rupees twenty crore only)** ("green shoe option"), by way of a private placement (the "issue") or such other number of debentures and amount as may be agreed ("**Debentures**"), in dematerialized form on private placement basis.

Further in this regard There is a requirement to discuss and approve draft documents for offer and issuance of debentures by the company and creation of security including general information document, key information document including offer letter, debenture trustee agreement, deed of hypothecation, debenture trust deed and other security and transaction document

Hence board is requested to discuss and approve the same by passing the resolution as under, with or without modification, if any:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62, 71 and 179(3)(c) of the Companies Act 2013 ("**the Act**") and rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force (the "Act") rules, regulations, guidelines, notifications, clarification and circulars, if any, prescribed by the Government of India, all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("**SEBI NCS Regulations**"), and the master circulars issued by SEBI titled "*Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial paper*" (Updated on July 07, 2023), as amended, modified, or restated from time to time, or any other regulatory authority, whether in India or abroad, and in accordance with the memorandum of association and the articles of association of the Company and the listing agreements entered into with the stock exchanges (**the "Stock Exchanges"**) where the securities of the Company may be listed, approval of the board and shareholder so as given at their duly convened meeting 31.03.2024 & 02.04.2024 respectively and subject to such approvals, consents, sanctions or permissions as may be required from any statutory or regulatory authority consent of the board be and is hereby accorded for approval of the draft General Information Document, Key Information Document including offer letter, Debenture trustee agreement, Deed of Hypothecation, Debenture trust deed and other security and transaction document for the offer, issue and allotment up to **4,000 (Four Thousand)** senior, secured,



rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 40,00,00,000/- (Indian rupees Forty Crore only)** comprising of a base issue of **2,000 (Two Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 20,00,00,000/- (Indian rupees twenty crore only)** and **green shoe option** of **2,000 (two Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 20,00,00,000/- (Indian rupees twenty crore only)** (“green shoe option”), by way of a private placement (the “issue”) or such other number of debentures and amount as may be agreed (“**Debentures**”), in dematerialized form on private placement basis.

“RESOLVED FURTHER THAT Mr. Gautam Jain, Managing Director, Mr. Vikram Jain, Whole Time Director, Mr. Gaurav Kumar Vohra, Company Secretary, Mr. Abhishek Agarwal, Chief Financial Officer and the other Authorised Persons be and are hereby severally authorised to approve, finalize, sign, execute and deliver the documents, deed & agreement as mentioned above including such other agreements, deeds, undertakings, indemnities and documents as may be requires, or any of them in connection with the issue, offer and allotment of Debentures to be issued by the company.”

TEAM VEDIKA

11. TO CONSIDER AND DISCUSS ANY OTHER ITEM WITH THE PERMISSION OF THE CHAIR

(Board may discuss any other item apart from notified items of business with the permission of the chair).



TEAM VEDIKA